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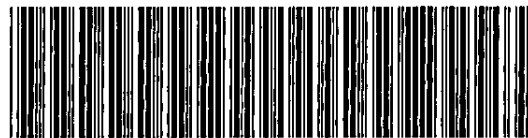
(Business Entity Name)

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PAVESE LAW FIRM

MICHAEL A. GENNARO
E-mail: MichaelGennaro@paveselaw.com

4635 S. DEL PRADO BOULEVARD, CAPE CORAL, FLORIDA 33910 | P.O. BOX 100088, CAPE CORAL, FLORIDA 33910 | (239) 542-3148 | FAX (239) 542-8953

July 13, 2006

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: *Articles of Organization*
Fare Holdings, LLC

To Whom It May Concern:

I enclose the original and one copy of the Articles of Organization for the above-referenced limited liability company, together with a check in the amount of \$125.00, said check being allocated as follows:

\$100.00	Filing Fee
\$ 25.00	Registered Agent Fee

Please stamp and return a copy of the Articles of Organization in the envelope provided for your convenience.

Thank you for your courtesies in this regard.

Very truly yours,



Michael A. Gennaro

MAG/jlb
Enclosures

ARTICLES OF ORGANIZATION OF
FARE HOLDINGS, L.L.C.

The undersigned certifies that he is acting as the authorized representative for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further certifies that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **FARE HOLDINGS, L.L.C.**, and its principal office shall be located at 2820 S.W. 31st Lane, in the City of Cape Coral, County of Lee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be 2820 S.W. 31st Lane, Cape Coral, Florida 33914.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and

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to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

There shall be one (1) initial member of this limited liability company, whose name, address and percentage of ownership is as follows:

Frank Thresher	100%
2820 S.W. 31 st Lane	
Cape Coral, Florida 33914	

ARTICLE IV **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V **MANAGEMENT**

The limited liability company shall be managed by not less than one (1) manager. The following is the name and address of the individual who shall initially serve as manager of the

limited liability company until the first annual meeting of the members or until his successors are elected and qualify in accordance with the regulations:

Frank Thresher
2820 S.W. 31st Lane
Cape Coral, Florida 33914

ARTICLE VI **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or except as specified in a separate written agreement regarding purchase and sale executed by all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII **DISTRIBUTIONS**

The members shall be entitled to the net profits, as defined in the regulations, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE VIII **DURATION**

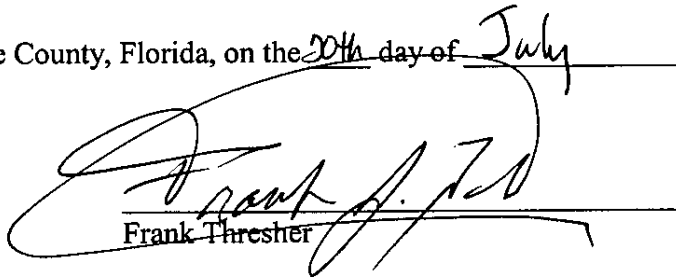
The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence in perpetually, unless terminated, liquidated or dissolved, as provided in the regulations adopted by members.

ARTICLE IX **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 2820 S.W. 31st Lane, Cape Coral, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is Frank Thresher.

The undersigned, being the authorized representative of the limited liability company, certifies that this instrument constitutes the proposed articles of Organization of **FARE HOLDINGS, L.L.C.**

Executed by the undersigned at Lee County, Florida, on the 20th day of July, 2006.

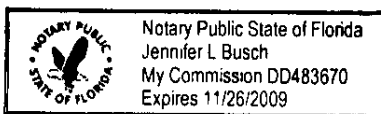

Frank Thresher

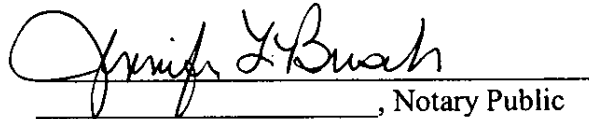
STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared FRANK THRESHER, who is personally known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 20th day of July, 2006.

NOTARY SEAL




_____, Notary Public
My Commission No. is: _____
My Commission Expires: _____

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
)
COUNTY OF LEE)

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DIVISION OF CORPORATIONS
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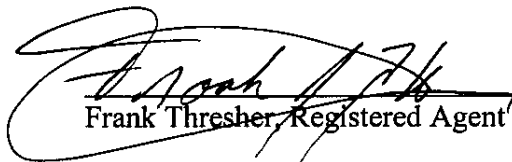
Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **Fare Holdings, L.L.C.**

The name of the registered agent for **Fare Holdings, L.L.C.** is Frank Thresher, and the street address of office where the agent is located is 2820 S.W. 31st Lane, Cape Coral, Lee County, Florida 33914. The mailing address is 2820 S.W. 31st Lane, Cape Coral, Florida 33914.

This statement is to acknowledge that, as indicated above, **Fare Holdings, L.L.C.** has appointed me, Frank Thresher, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

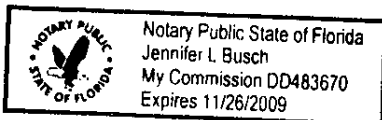
Dated: This 20th day of July 2006.


Frank Thresher, Registered Agent

The foregoing instrument was acknowledged before me this 20th day of July, 2006, by Frank Thresher, agent on behalf of **Fare Holdings, L.L.C.**, a limited liability company and who is personally known to me.

[Notary Seal]


Notary Public



Type/Print Name of Commissioned Notary Public _____
Commission No. _____
My Commission Expires: _____